

**UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF TENNESSEE
NASHVILLE DIVISION**

**LABORERS' LOCAL 265
PENSION FUND, *et al.*,**

Plaintiffs,

v.

iSHARES TRUST, *et al.*,

Defendants.

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**No. 3:13-cv-00046
Judge Trauger
Magistrate Judge Knowles**

**INDEPENDENT DIRECTOR-DEFENDANTS'
MEMORANDUM IN SUPPORT OF THEIR MOTION TO DISMISS**

Defendants, Robert H. Silver, George G. C. Parker, John E. Martinez, Cecilia H. Herbert, Charles A. Hurty, John E. Kerrigan, and Madhav V. Rajan (the "Independent Director-Defendants"), respectfully submit this memorandum of law in support of their motion to dismiss the Complaint pursuant to Rules 12(b)(6) and 23.1 of the Federal Rules of Civil Procedure.

The seven Independent Director-Defendants are non-interested trustees of iShares Trust and directors of iShares, Inc. within the meaning of the Investment Company Act of 1940. They rely upon and incorporate herein by reference the arguments set forth in the supporting memorandum previously filed by all remaining defendants. The arguments set forth therein are equally applicable to the Independent Director-Defendants and, thus, the Independent Director-Defendants respectfully request that the claims against them be dismissed for the same reasons.

Conclusion

For the foregoing reasons, the Motion to Dismiss of the Independent Director-Defendants should be granted.

Respectfully submitted,

/s/ J. Mark Tipps

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CERTIFICATE OF SERVICE

I certify that a true and exact copy of the foregoing has been served upon Filing Users via the electronic filing system and on other parties by U. S. Mail, first-class postage prepaid, this 12th day of March, 2013, on the following:

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